FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

7853	6
OMB A	APPROVAL
OMB Number:	3235-0076
Expires:	May 31, 2002
Estimated ave	
hours per resp	onse 16.00
SEC I	JSE ONLY
Prefix	Serial
DATE	RECEIVED

		_
Name of Offering (~ check if the	nis is an amendment and name has changed and indicate change.)	
Common Stock, par value \$0.02	per share, of iDine Rewards Network Inc.	
Filing Under (Check box(es) that a	apply): ~ Rule 504 ~ Rule 505 🗷 Rule 506 ~ Section 4(6) ~ ULOE	
	A. BASIC IDENTIFICATION DATA	_
1. Enter the information requested	d about the issuer	
	is an amendment and name has changed, and indicate change.)	_
iDine Rewards Network Inc. (f/k	· · · · · · · · · · · · · · · · · · ·	
Address of Executive Offices	(Number and Street, City, State, Zip Code)Telephone Number (Including Area Code)	_
11900 Biscayne Boulevard, Miar		
Address of Principal Business Ope	perations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	_
(if different from Executive Office		
Brief Description of Business		_
Administratio	on of consumer loyalty rewards programs, primarily in the dining arena, AFCFIVET	CE
	on of consumer loyalty rewards programs, primarily in the dining arena?	ンニし
	1 man 1 m 2002 //	
Type of Business Organization	JUL 1 8 20	JUZ
	limited partnership, already formed	
□ business trust □ 1	limited partnership, to be formed THOMSO	N
	Month Year FINANCIA	
Actual or Estimated Date of Incorp	rporation or Organization: 0 6 8 7 🗷 Actual 🗆 Estimated	
Jurisdiction of Incorporation or Or	organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
	CN for Canada: FN for other foreign jurisdiction	_

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	A. BASIC IDENTIFICATION DATA	
2. Enter the information reques	ted for the following:	

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- X Each general and managing partner of partnership issuers.

Check Box(es) that Apply:		Promoter		Beneficial Owner	×	Executive Officer	×	Director		General Partner and/or Managing Partner			
Full Name (Last name first, if individual)													
Henderson, Gene M.													
Business or Residence Address (Number and Street, City State, Zip Code) 11900 Biscayne Boulevard, Miami, Florida 33181													
Check Box(es) that Apply:		Promoter		Beneficial Owner	×	Executive Officer		Director		General Partner and/or Managing Partner			
Full Name (Last name first, if individual) Lerch, Stephen E.													
Business or Residence Address				eet, City State, Zip C	ode)			<u></u>					
11900 Biscayne Boulevard, l				1	_								
		Promoter		Beneficial Owner	×	Executive Officer		Director		General Partner and/or Managing Partner			
Full Name (Last name first, if Kiper, Keith E.	ind	ividual)											
Business or Residence Address (Number and Street, City State, Zip Code) 11900 Biscayne Boulevard, Miami, Florida 33181													
Check Box(es) that Apply:		Promoter		Beneficial Owner	×	Executive Officer		Director		General Partner and/or Managing Partner			
Full Name (Last name first, if Robitaille, Gregory J.	ind	ividual)	•										
Business or Residence Address 11900 Biscayne Boulevard, I				eet, City State, Zip C 1	ode)								
Check Box(es) that Apply:		Promoter		Beneficial Owner	×	Executive Officer		Director		General Partner and/or Managing Partner			
Full Name (Last name first, if Hughes, Gerald J.						<u></u>							
Business or Residence Addres 11900 Biscayne Boulevard, I	Mia	mi, Florida	3318		ode)								
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	×	Director		General Partner and/or Managing Partner			
Full Name (Last name first, if Rosenberg, Sheli Z.	ind	<u> </u>											
Business or Residence Address				eet, City State, Zip C	ode)								
11900 Biscayne Boulevard, I													
				Beneficial Owner		Executive Officer	Œ	Director		General Partner and/or Managing Partner			
Full Name (Last name first, if Gross, Raymond A.													
Business or Residence Address 11900 Biscayne Boulevard, I			d Str 3318	eet, City State, Zip C	ode)								

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- 2. Enter the information requested for the following:
 - X Each promoter of the issuer, if the issuer has been organized within the past five years;
 - X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - X Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	□ Pro	moter		Beneficial Owner		Executive Officer	×	Director		General Partner and/or Managing Partner		
Full Name (Last name first, if individual) Handy, F. Philip												
Business or Residence Address (Number and Street, City State, Zip Code) 11900 Biscayne Boulevard, Miami, Florida 33181												
Check Box(es) that Apply:	□ Pro	moter	×	Beneficial Owner		Executive Officer	×	Director		General Partner and/or Managing Partner		
Full Name (Last name first, if individual) Gardner, Herbert M.												
Business or Residence Address (Number and Street, City State, Zip Code) 11900 Biscayne Boulevard, Miami, Florida 33181												
	□ Pro		E	Beneficial Owner		Executive Officer	X	Director		General Partner and/or Managing Partner		
Full Name (Last name first, if Lederer, William A.												
Business or Residence Addres 11900 Biscayne Boulevard, M	1iami, F	lorida 3	318		ode)							
Check Box(es) that Apply:	□ Pro	moter		Beneficial Owner		Executive Officer	×	Director		General Partner and/or Managing Partner		
Full Name (Last name first, if Ward, III, John A.	individu	al)										
Business or Residence Addres 11900 Biscayne Boulevard, M					ode)							
				Beneficial Owner		Executive Officer	×	Director		General Partner and/or Managing Partner		
Full Name (Last name first, if Wiedemann, George S.												
Business or Residence Addres 11900 Biscayne Boulevard, N					ode)							
		moter		Beneficial Owner		Executive Officer	E	Director		General Partner and/or Managing Partner		
Full Name (Last name first, if Wunderman, Lester		<u>, </u>										
Business or Residence Addres 11900 Biscayne Boulevard, N				eet, City State, Zip C	ode)							
							_			 		
	□ Pro		<u> X </u>	Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner		
Full Name (Last name first, if Samstock LLC									· · · · · · · · · · · · · · · · · · ·			
Business or Residence Addres 21 W. Las Olas Boulevard, F					ode)							

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- X Each promoter of the issuer, if the issuer has been organized within the past five years;
- X Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the
- X Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

A Each general and managing	g paruner of pa	irine	rsnip issuers.										
Check Box(es) that Apply: □	Promoter	×	Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if individual)													
Minotaur Partners II, L.P. Business or Residence Address (Number and Street, City State, Zip Code)													
Business or Residence Address (Number and Street, City State, Zip Code) 620 Lake Road, Lake Forest, Illinois 60045													
Check Box(es) that Apply: □	Promoter		Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City State, Zip Code)													
Check Box(es) that Apply: □	Promoter		Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if inc	lividual)												
Business or Residence Address	(Number and	d Str	eet, City State, Zip C	Code)				·····					
Check Box(es) that Apply: □	Promoter		Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if inc	lividual)												
Business or Residence Address	(Number and	d Str	eet, City State, Zip C	ode)									
Check Box(es) that Apply: □	Promoter		Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if inc	lividual)												
Business or Residence Address	(Number and	d Str	eet, City State, Zip C	Code)									
Check Box(es) that Apply: □	Promoter		Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if in	dividual)												
Business or Residence Address	(Number and	d Str	eet, City State, Zip C	Code)									
Check Box(es) that Apply: □			Beneficial Owner		Executive Officer		Director		General Partner and/or Managing Partner				
Full Name (Last name first, if inc	lividual)												
Business or Residence Address	(Number and	d Str	eet, City State, Zip C	ode)									
									The state of the s				

				D. 1111	Oldvial	ION ADO	OUT OFF	EKING		Yes	No	
1. Has the is	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is t	ne minimum	9	<u>\$ 0</u>									
3. Does the	offering per		Yes Æ	No □								
commiss offering with a si	ne information sion or similar If a person tate or states, of such a bro	lar remunera to be listed i , list the nam	ation for sol s an associat ne of the bro	icitation of ed person or ker or dealer	purchasers in agent of a bit. If more th	in connection roker or dea an five (5) j	on with sale ler registered persons to be	s of securit I with the SI I listed are a	ies in the EC and/or			
Full Name () Fulcrum G!			idual)		Tankov vi T		<u> </u>		· 		· · · · · ·	·
Business or 535 Madiso		•			, State, Zip	Code)						
Name of Ass												
States in Wh	ich Person	Listed Has	Solicited or	r Intends to	Solicit Pur	chasers						
(Check "A	All States" ([AK]	or check ind [AZ]	lividual Sta [AR]	tes) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	All States
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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Full Name (I Business or Name of Ass	Last name f	irst, if indiv Address (Nu	idual) umber and S	Street, City	, State, Zip	Code)	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already

	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$ <u>28,500,000</u>	\$ <u>28,500,000</u>
	☑ Common ☐ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify:)	\$	\$
	Total	\$ <u>28,500,000</u>	\$ <u>28,500,000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter $A0\cong$ if answer is "none" or "zero."		
		Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	32	\$ <u>28,500,000</u>
	Non-accredited Investors	*****	\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	<u>.</u>	
	Type of offering Not Applicable	Type of Security	Dollar Amount Sold
	Rule 505	Scouricy	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	4,	7
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees.		\$ <u>200,000</u>
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$ <u>1,425,000</u>
	Other Expenses (identify)		\$
	Total		\$ <u>1,625,000</u>

•	 b. Enter the difference between the aggregate offering 	ng price given in response to Part C - Oues	tion I	
	and total expenses furnished in response to Part C - (proceeds to the issuer."	Question 4.a. This difference is the "adjusted	gross	\$ <u>26,875,000</u>
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part C	purpose is not known, furnish an estimat the payments listed must equal the adjusted	e and	
			Payments to	
			Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees		□ \$	□ \$
	Purchase of real estate		□ \$	□\$
	Purchase, rental or leasing and installation of a	machinery and equipment	□ \$	□ \$
	Construction or leasing of plant buildings and	facilities	□ \$	□ \$
	Acquisition of other businesses (including the offering that may be used in exchange for the pursuant to a merger)	assets or securities of another issuer	□ \$	□\$
	Repayment of indebtedness		□ \$	□ \$
	Working capital		□ \$	□\$
	Other (specify): Repurchase of Series A Co	onvertible Preferred Stock	□ \$ <u>26,875,000</u>	□\$
	Column Totals		□ \$ <u>26,875,000</u>	□\$
	Total Payments Listed (column totals added)		□ \$_	26,875,000
		D. FEDERAL SIGNATURE		
The fee		· · · · · · · · · · · · · · · · · · ·		D 1- 505 d - C 11i
signatı	suer has duly caused this notice to be signed by the are constitutes an undertaking by the issuer to furnis ation furnished by the issuer to any non-accredited i	h to the U.S. Securities and Exchange Cor	nmission, upon writte	
Issuer (Print or Type)	Signature /		Date
	REWARDS NETWORK INC.		u	June // , 2002
Name o	f Signer (Print or Type)	Title of Signer (Print or Type)		
Stephe	en E. Lerch	Executive Vice President and Chief I	Financial Officer	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)